

Tampa-Hillsborough County Expressway Authority
Minutes of April 6, 2020 Virtual Board Meeting
1104 E. Twiggs Street
Tampa, FL 33602

The Tampa-Hillsborough County Expressway Authority held a virtual public meeting at 1:30 p.m. on April 6, 2020 based in the Authority's Transportation Management Center, 1104 E. Twiggs Street, Tampa, Florida. The following were virtually present:

BOARD:

Vincent Cassidy, Chairman
Bennett Barrow, Vice Chairman
Danny Alvarez, Secretary
Shaun Oxtal, Member
FDOT D-7 Secretary David Gwynn, Member

STAFF:

Joe Waggoner, Amy Lettelleir, Robert Frey, David May, Sue Chrzan, Rafael Hernandez, Man Le, Max Artman, Carl Shack, Brian Ramirez, Julie Aure, Shari Callahan, Diane Stull, Judith Villegas. Elizabeth Gray, Anna Quiñones, Andrew Laflin, Chaketa Mister, Debbie Northington

The following registered to attend the virtual meeting:

ARCADIS	Ranzy Whiticker
ATKINS	Amanda Cerchiara
BALLARD PARTNERS	Todd Josko, Carlos Ramos
BANK OF AMERICA SECURITIES	Jim Calpin, Coleman Cordell, Tom Cai, Amanda Schlang, Doug Draper
BARBERSHOP	Daniel Feliciano
BAY NEWS 9	Joey West
BAYSHORE GARDENS NEIGHBORHOOD ASSOCIATION	Rusty Carpenter
BRYANT MILLER OLIVE	Duane Draper
CDM SMITH	John Melendez
CITY OF TAMPA	Danni Jorgenson, Stephen Benson, Ian Whitney
CONTRACT FURNITURE, INC	Darla Vegenski
CURRENT MARRIOTT HOTEL	Ventala Graham
DRMP, INC	Leo Rodriguez
FEDERAL DEVELOPMENT, INC	Wayne McClain
GANNETT FLEMING	Stanley Weiss
HNTB	Jim Drapp, Al Stewart
HUD	David Olson
INFOTECT DESIGN SOLUTIONS	Steven Williams
JBP	Phil Shasteen
J P MORGAN	Jim Cook, Ben Djiounas, Nathaniel Johnson
MAGICAL BRANDS	Eric Ortiz
METROPOLITAN PLANNING	

COMMISSION-CAC
MIMS CONSTRUCTION
NELSON MULLINS
PARSONS
PATEL GREENE AND ASSOCIATES
PFM FINANCIAL ADVISORS
PLAYBOOK PR:
PORT TAMPA BAY
QUENCH MEDIA
QUEST CORPORATION
RBC CAPITAL MARKETS
RS&H INC

SOUTH SELMON
STUDY HALL RESEARCH
SUNPASS
THE BOND BUYER
THE DUNCAN COMPANIES
TRANSPORTATION POLICY
CONSULTANTS LLC
WELLS FARGO SECURTIES
WGI
WSP
USF – CENTER FOR URBAN
TRANSPORTATION RESEARCH
WTSP

Clifford Reiss
Jeffrey Amos
Joseph Stanton
Mario Nuevo
Laura Herrscher
Brent Wilder, Hope Scarpinato
Sally Dee, Sarah Lesch
Lynn Reece

Diane Hackney, Kathy Putnam
Thomas Carlson
Douglas Reed, Michael Coleman, Richard Tillery,
Chris Dailey
Daylines Marrero, Keith S
Rob Iles
Weuler Ribeiro
Shelly Sigo
Ronnie Duncan

Stephen Reich
John Generalli
Kimberlee DeBosier
Christina Kopp

Sisinnio Concas
Heather Bailey, Christina Louv, Eric Burks

Registered to attend but have no company affiliation:

Joshua Rodriguez, Kasmael Smith, Reginald
Roundtree, Manolin Cordero, William Swift,
Theresa Collington

I. CALL TO ORDER

Chairman Vincent Cassidy called the meeting to order at 1:42 p.m. At that time, the Chairman recognized General Counsel, Amy Lettelleir to address the meeting.

Ms. Lettelleir began by stating that the Tampa-Hillsborough County Expressway Authority (THEA) is an agency of the state and shares certain powers conferred by law on other state governmental bodies. As such, the Authority has policies and procedures in place for Board Meetings that are similar in nature to those specifically set forth in Florida Statutes for counties and municipalities.

To the extent the Authority's policies are inconsistent or more restrictive than those placed on other governmental entities specifically included in Executive Order No. 20-69, it is my recommendation that the Board vote to suspend policies requiring an in person presence for a quorum to be met and any requirement for a physical address for attendance. Additionally, it is

my recommendation that the Board approve a policy to utilize communications technology as provided in Executive Order NO. 20-69. Ms. Lettelleir also noted that all procedures for in-person Board Meetings have been followed. Ms. Lettelleir also noted that all procedures for in-person Board Meetings have been followed.

The Chairman called for a motion to approve, which was made by Mr. Oxtal and seconded by Mr. Barrow. There was no discussion; the vote was taken by roll call of the Board Members, but Secretary Gwynn did not vote. All other Members voted in favor of the motion to approve this meeting. The motion carries.

Following Ms. Lettelleir, the Chairman, recognized, Executive Director Joe Waggoner for an update on THEA's business.

Mr. Waggoner began with a status report of THEA and described the three immediate goals of THEA, which are to:

- Keep THEA employees safe while maintaining the facilities for the safe and efficient use by THEA customers
- Keep all current major construction and preservation work moving
- Start new work within THEA's financial means. Add new work and jobs to help with an economic recovery for our region.

Mr. Waggoner further elaborated on each goal, beginning with keeping employees safe. THEA was designated an essential service and as such, follows State, DOT, and Local Coronavirus Guidelines and since March 20, 2020, the THEA staff is working remotely, but are allowed to come to the office as needed, following safe distance guidelines. This includes THEA staff and TransCore staff, while Maintenance and Operations field technicians are working, and the Toll-By-Plate image processing is working remotely, from home primarily. Florida's Turnpike Enterprise is waiving the \$2.50 invoice fee on Toll-By-Plate. THEA's collection's agent, CPA, has its employees working from home and in-office following safe separation guidelines. Walk-in service is closed. CPA has stopped placing new registration holds on past-due invoices until further notice. As of March 17, the Reversible Express Lanes will remain in the east-bound mode until further notice, which frees a few City of Tampa employees. The Road Rangers will remain on the road to assist our customers.

To keep all major construction and preservation work moving, contractors are authorized to provide essential functions connected with road and bridge maintenance and construction activities. The construction activities continue with the Selmon West Extension and the Selmon Safety projects, as they are fully funded. Renewal and replacement projects underway are also fully funded and are continuing. Contractors have been given additional lane closure times to take advantage of the low traffic volumes.

Addressing the third item, Mr. Waggoner showed a graph which indicated the effect the pandemic has had on Traffic. With the decline starting about March 11, 2020, the revenue was down over 50% below normal by the end of March. The next slide featured the Debt Service Coverage (DSC) ratios of financial health. With updated information, Mr. Waggoner stated that THEA managed a 1.5X DSC ratio, and the bond covenants required a 1.3 DSC ratio. The March numbers were in and the numbers were about \$1 million higher at the end of March, rather what than the chart showed,

which was as of March 15, 2020. Mr. Waggoner explained this meant THEA was at a 1.39 DSC. THEA has met its debt service coverage ratios and to meet the need 1.5 management debt service coverage ratios, only 19% of indicated revenue would be needed versus what it was last year.

THEA has adequate revenues in hand to complete all the current contracts underway. Over the next few weeks, a draft FY2021 budget to be presented at the May 4, 2020 Committees as a Whole meeting. The Chairman asked if Mr. Waggoner thought that THEA would be in violation of covenants at the end of FY2020. Mr. Waggoner replied THEA would not be in violation. The Chairman confirmed this was because of strong revenues at the beginning of the year and asked that Mr. Waggoner update the status and what it would take if there was a prolonged time of the current situation, potentially putting the covenants in violation. Mr. Waggoner agreed.

There were no public presentations.

II. CONSENT AGENDA

Before the approval of the consent agenda, the Chairman asked the Board Members if there were any items which should be stricken from the Consent Agenda. There being none, the Chairman continued with the Consent Agenda approvals.

A. Approval of the Minutes of the January 27, 2020 Board Meeting

A. Task Orders –

1. **Clifton Larson Allen – Temporary Financial Consultant - \$95,000**
2. **NOFO Support – HNTB PR – Maximum \$80,000**
3. **Miscellaneous Planning & Traffic Services – Traffic Counts and Reports - (CPMP HI-0031-P-106) - RS&H \$79,623.11**
4. **Miscellaneous Planning & Traffic Services – ITS Sketch Plan – (CPMP HI-0089-P-49) - WSP \$49,611.74**

The Chairman called for a motion to approve the Task Orders, which was made by Mr. Oxtal and seconded by Mr. Barrow. There was no discussion; the vote was taken by roll call of the Board Members. Secretary Gwynn was not able to vote. All other Members voted in favor of the motion to approve all items of the Consent Agenda. The motion carries.

III. DISCUSSION/ACTION ITEMS

FY22 Revenue Sufficiency Certificate – Amy Lettelleir, Staff

Ms. Lettelleir previously presented the following to Commissioner Miller, who was unable to attend the meeting. The Commissioner requested it be known that he is in full support of what THEA is asking the Board to approve today and apologized for not being able to attend.

In years past, THEA adopted a Revenue Sufficiency Resolution in March. Pursuant to Section 5.07 of the Master Bond Resolution, the Authority reviews the financial condition of the Expressway

System and its debt service in order to estimate whether Net System Revenues for the following Fiscal Year will be sufficient to comply with the Authority's Toll Covenant. The Toll Covenant requires the Authority to set Toll Rates so that Net System Revenues shall be sufficient to pay 130% of the Annual Debt Service Requirement and sufficient enough to pay 100% of the total OM&A budget and other required deposits. Typically, the Authority will pass a resolution wherein the CFO certifies that the coverages are there. The CFO relies on a sufficiency letter from the Traffic and Revenue Engineers to make that statement. A few weeks ago, we were prepared to present our usual resolution, however our Traffic & Revenue (T&R) Engineers are no longer able to give an unqualified certification letter as the COVID 19 pandemic has clearly changed our traffic and revenue numbers.

Per the Master Bond Resolution, if the CFO cannot certify the future fiscal year's revenues will be sufficient enough to cover debt service and OM&A at the ratios required, the Authority will work with its T&R Engineers to establish toll rates that will allow the Authority to meet the coverages required by the Toll Covenant.

To that end, THEA is working with Stantec, the Traffic and Revenue Engineers and established a series of monitoring actions by collecting Daily Data as available on:

- Transactions on the Selmon Expressway
- Federal, State, and local declarations regarding travel restrictions
- Transactions on similar toll roads across the US to determine timing of stabilization trends
- Economic indicators including employment and unemployment levels, layoffs, and similar data
- Weekly check-ins between Stantec and THEA to discuss emerging trends and continuously updating next steps

The Board will be provided with the information gained from the monitoring and THEA will work to develop a toll schedule that enables THEA to attain the ratios required by the Master Bond Resolution. July 1, 2020 is currently targeted as the date for presenting the toll schedule, subject to changes in circumstances between now and July 1.

Ms. Lettelleir asked if there were any questions. The Chairman stated no motion was required and again asked if any clarification was needed. With no questions, the Chairman moved to the next item.

Disclosure Counsel Services – Amy Lettelleir, Staff

Ms. Lettelleir stated the purpose was to select a firm to provide all services and duties customarily and usually performed by disclosure counsel. The funding would be from bond proceeds.

Ms. Lettelleir requested the Board to approve selection of the recommendations and rankings per the Evaluation Selection Committee. Bryant Miller and Olive scored the highest with a total of 277 points. Also requested was the Board to authorize and direct staff to execute a contract with the top ranked firm. If negotiations are unsuccessful, staff shall negotiate with the next highest ranked firm, if necessary. Contract execution is subject to final review and approval of THEA General

Counsel. Finally, Ms. Lettelleir requested the Board's approval to negotiate and execute a push-button contract with the second through sixth ranked firms.

The Chairman called for a motion to approve the Bond Counsel firm and execute the contracts, which was made by Mr. Oxtal and seconded by Mr. Barrow. There was no discussion; the vote was taken by roll call of the Board Members. Secretary Gwynn could not hear the presentation and declined to vote. All other Members voted in favor of the motion to approve all items regarding Bond Counsel services. The motion carries.

Adoption of the Fourth Supplemental Revenue Bond Resolution – Amy Lettelleir, Staff

Ms. Lettelleir stated that at the Board Workshop last month an update on a potential Taxable Advance Refunding of the Authority's Series 2012A Bonds was presented. The purpose of this action item is as follows:

The Fourth Supplemental Resolution sets forth the specific terms and conditions of the Series 2020 Bonds and authorizes the execution and/or delivery by authorized officers of the Authority of:

- A Preliminary and final Official Bond Statement
- A Bond Purchase Agreement
- A Disclosure Dissemination Agent Agreement
- A Paying Agent and Registrar Agreement; and
- An Escrow Deposit Agreement.

The Fourth Supplemental Resolution authorizes the sale of the Series 2020 Bonds by negotiated sale. The requested action by the Board was the adoption of the Fourth Supplemental Bond Resolution authorizing:

- (1) the issuance of the Authority's Series 2020 Bonds in one or more series for the purpose of advance refunding all or a portion of the Authority's outstanding Series 2012A Bonds and to finance all or a portion of the acquisition, construction and equipping of certain capital improvements to its Expressway System, as further described in the Fourth Supplemental Bond Resolution;
- (2) authorizes the Authority's Chairman, Vice Chairman or Executive Director to execute and/or deliver the forms of the Preliminary and Final Official Statements, the Bond Purchase Agreement, the Disclosure Dissemination Agent Agreement, the Paying Agent and Registrar Agreement and the Escrow Deposit Agreement all, with such changes to the attached forms of documents as shall be approved and authorized by the Chairman, Vice Chairman or Executive Director.

The Chairman called for a motion to approve the resolution, which was made by Mr. Oxtal and seconded by Mr. Barrow.

The Chairman ask Ms. Lettelleir about the capital improvements and Ms. Lettelleir stated that this matter would be back to the Board before issuance.

There was no further discussion; the vote was taken by roll call of the Board Members. All Members voted in favor of the motion to approve the adoption of the Fourth Supplemental Revenue Bond Resolution. The motion carries.

REL CEI Contract – Judith Villegas, Staff

Ms. Villegas introduced herself and the item coincides with the REL lighting project and stated that the purpose of this item was to authorize the signature of the CEI contract with Atkins to provide construction engineering and inspection services for the entire REL Aesthetic Lighting project. Atkins was selected in accordance with THEA Procurement Services and the contract negotiations were finalized for an amount of \$590,566, of which \$375,000 has been approved by the Board. The funding of the \$590,566 is from the Capital Budget. Ms. Villegas requested the Board to authorize the Executive Director to sign the REL CEI contract in the amount of \$590,566

The Chairman called for a motion to authorize a contract, which was made by Mr. Oxtal and seconded by Mr. Barrow. There was no discussion; the vote was taken by roll call of the Board Members. All Members voted in favor of the motion to approve the REL contract. The motion carries.

Project Development & Environment (PD&E) Nebraska Avenue – Bob Frey, Staff

Mr. Frey stated this item was to provide Project Development & Environment (PD&E) study for Nebraska Avenue to evaluate the needs, costs, and effects of constructing improvements which will increase the traffic capacity on Nebraska Avenue from south of Twiggs Street to Cass Street. This project will help with the REL turn lanes onto Twiggs. Funding would come from the Capital Budget, not to exceed \$2.6 million.

The project will go on Nebraska from just north of Cass to Kennedy Blvd. and will also be on Twiggs from THEA to the courthouse. The projects will work to relieve the queueing issues on the REL.

Mr. Frey requested the Board approve selection of the recommendations and ranking per the Evaluation Selection Committee. The top ranked firm was RS&H with a total score of 273. Also requested from the Board was to Authorize and directs staff to negotiate and execute a contract with the top ranked firm. If negotiations are unsuccessful, staff shall negotiate with the next highest ranked firm. Contract execution is subject to final review and approval of THEA General Counsel and would not exceed the Capital Budget of \$2.6 million

The Chairman called for a motion to approve and execute the requests, which was made by Mr. Oxtal and seconded by Mr. Barrow. There was no discussion; the vote was taken by roll call of the Board Members. All Members voted in favor of the motion to approve the PD&E study. The motion carries.

Analysis of Economic Impact and Benefits of the FY2020 Work Program and of THEA's Strategic Plan – Bob Frey, Staff

Mr. Frey said it was the time of the year when THEA updates its strategic plan. CUTR will perform a study to provide support to THEA's Strategic Planning efforts by updating the analysis

on the economic contribution of THEA system, operation, and infrastructure investments. This analysis will assess the economic contribution of the Selmon Expressway System to the local community by evaluating the residential, business, and developmental impacts to the Tampa Bay economy. In addition, CUTR will estimate the economic impacts and benefits associated with THEA's Work Program. The funding would come from the Capital Budget, not to exceed \$181,000.

Mr. Frey requested that the Board to authorize two task work orders for the Economic Analyses performed by CUTR in an amount not to exceed \$181,000.

The Chairman called for a motion to authorize CUTR to complete an economic study, which was made by Mr. Oxtal and seconded by Mr. Barrow. There was no discussion; the vote was taken by roll call of the Board Members. All Members voted in favor of the motion to approve the authorization of Economic Analyses performed by CUTR. The motion carries.

IV. EXECUTIVE REPORTS

A. Executive Director (Joe Waggoner)

Mr. Waggoner presented the contract renewal and expiration report. The renewal options for the contracts with the Johnson, Miriman & Thompson and the WSP would be renewed. The contract for RK&K would not be renewed upon expiration, as it was no longer needed.

Mr. Waggoner presented the SBE report. The FY2019 growth was highlighted, which was a 16% increase over FY 2018. The program has grown strongly.

The Toll Index report was in the package for the Board review. The Chairman asked if Mr. Waggoner would be speaking to each Board Member individually. Mr. Waggoner indicated yes and continued by stating that the normal index rate is a 2.5% index per year. A different concept was discussed in the last workshop where the differential rate on the toll by plate would be changed to reflect the actual cost and only index that amount to hit our revenue forecast amount for FY21. Mr. Waggoner stated that given current events, it was decided to take a more conservative approach. THEA would be indexing base SunPass rates across the board and instead of raising the differential to cover costs plus index value, the raise would only cover costs, going from \$0.25 to \$0.36 per toll. This was based on the detailed study which was presented at the earlier workshop. Board members were welcome to contact Mr. Waggoner directly regarding the toll index.

B. General Counsel (Amy Lettelleir, Esq.)

There was no report.

C. Chairman (Vincent Cassidy)

The Chairman stated that upcoming meetings until further notice would be held virtually

V. ADJOURNMENT

With no further business to come before the Board, Chairman Cassidy adjourned the meeting at 2:13 p.m.

APPROVED: 
Chairman: Vincent J. Cassidy

ATTEST: _____

DATED THIS 27th DAY of JANUARY 2020

V. ADJOURNMENT

With no further business to come before the Board, Chairman Cassidy adjourned the meeting at 2:13 p.m.

APPROVED: _____
Chairman: Vincent J. Cassidy

DATED THIS 27th DAY of JANUARY 2020

ATTEST: Bennett H. Barrow
Bennett H Barrow
Vice Chairman